

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	
)	Chapter 11
YELLOW CORPORATION, et al., ¹)	
)	Case No. 23-11069 (CTG)
Debtors.)	(Jointly Administered)
)	
)	Re: Docket Nos. 617, 792

**SUPPLEMENTAL DECLARATION OF DISINTERESTEDNESS
OF PROSKAUER ROSE LLP PURSUANT TO THE ORDER
AUTHORIZING THE DEBTORS TO RETAIN AND COMPENSATE
PROFESSIONALS UTILIZED IN THE ORDINARY COURSE OF BUSINESS**

I, Scott A. Faust, declare under penalty of perjury:

1) I am a Partner of Proskauer Rose LLP, located at One International Place, Boston, Massachusetts 02110 (the “Firm”).

2) Yellow Corporation and certain of its affiliates, as debtors and debtors in possession (collectively, the “Debtors”), have retained the Firm to provide legal services to the Debtors relating to certain discrete labor relations and employee benefits matters (the “Labor Relations Matters”). Proskauer has been providing services in connection with Labor Relations Matters during the pendency of the Debtors’ chapter 11 cases.

3) On October 9, 2023, I submitted a Declaration of Disinterestedness (the “Initial Declaration”) [Docket No. 792] in connection with the Firm’s retention in connection with the Labor Relations Matters.

¹ A complete list of each of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors’ claims and noticing agent at <https://dm.epiq11.com/YellowCorporation>. The location of the Debtors’ principal place of business and the Debtors’ service address in these chapter 11 cases is: 11500 Outlook Street, Suite 400, Overland Park, Kansas 66211.

4) In the Initial Declaration, I indicated that Proskauer would supplement the Initial Declaration if the Firm should discover any facts bearing on the matters described in the Initial Declaration. This supplemental declaration provides the following supplemental information:

a) Proskauer has been retained to represent a Firm client (the “Client”) potentially interested in acquiring certain unsecured claims against the Debtors’ estates (the “Claims”) from one or more non-debtors. The potential transaction is between non-debtors. If the Client determines to acquire any Claims, the Firm will not represent the Client in connection with the prosecution or defense of any such Claims.

5) This representation is consistent with the terms of the Firm’s pre-bankruptcy retention letter with the Debtors. It is not related to the discrete Labor Relations Matters for which we have been retained. Moreover, I believe there is no direct adversity against the Debtors as the transaction would involve non-debtors. Nevertheless, out of an abundance of caution, I have disclosed this representation to the Debtors’ counsel, and I am making this disclosure to the Court and other parties in interest by this supplemental declaration.

6) Further, neither I nor any other Firm attorney working on the Labor Relations Matters will represent the Client in the matters disclosed herein, and an ethical screen will be maintained.

7) The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of that inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Declaration.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Date: January 12, 2024

/s/ Scott A. Faust

Scott A. Faust